

Exhibit A
Proposed Order

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

Bankruptcy Case
No. 19-30088 (DM)

- and -

PACIFIC GAS AND ELECTRIC COMPANY.

Debtors.

Chapter 11 (Lead Case) (Jointly Administered)

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.
§105(a) AND FED. R. BANKR. P. 9019**

**(I) APPROVING SETTLEMENT AGREEMENT
RESOLVING EX PARTE OII AND**

(II) GRANTING RELATED RELIEF

* All papers shall be filed in the Lead Case, No. 19-30088 (DM).

Upon the Motion, dated April 8, 2020 [Docket No. [●]] (the “**Motion**”),¹ of PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (together, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for an order (i) approving the settlement agreement, dated June 28, 2019 (the “**Phase II Settlement Agreement**”), by and among the Utility, the City of San Bruno, the City of San Carlos, the Public Advocates Office, the Safety and Enforcement Division (“**SED**”) of the California Public Utilities Commission (“**CPUC**”), and The Utility Reform Network (“**TURN**” and, collectively, the “**Parties**”) resolving Phase II of the Ex Parte OII, and (iii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Frank Declaration; and this Court having held a hearing on the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Utility, its estate, creditors, shareholders, and all parties in interest and the terms of the Phase II Settlement Agreement are fair and reasonable; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

2. Pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 9019, the Phase II Settlement Agreement is hereby approved in its entirety as provided herein.

3. In accordance with the terms of the Phase II Settlement Agreement, the Utility shall satisfy (i) the Financial Claims pursuant to the terms of a confirmed chapter 11 plan of reorganization on the effective date of such plan, or, if not reasonably practicable, no later than thirty (30) days after such effective date, and (ii) the Ratemaking Remedies pursuant to the terms of a confirmed chapter 11 plan of reorganization as soon as reasonably practicable following the effective date of such confirmed chapter 11 plan of reorganization.

4. The Utility is authorized to take all actions necessary to effectuate the relief granted in this Order.

5. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

** END OF ORDER **